

Edgar Filing: NORTHERN TRUST CORP - Form FWP

NORTHERN TRUST CORP  
Form FWP  
November 02, 2010

Filed Pursuant to Rule 433

Registration No. 333-152678

November 1, 2010

*Terms and Conditions 10 Year Fixed Rate Notes due 2020*

|                                     |   |
|-------------------------------------|---|
| Issuer                              | Northern Trust Corporation  |
| Note Type                           | Senior  |
| Ratings (Moody's/S&P/Fitch)         | A1/AA-/AA- (Stable/Stable/Stable)   |
| Principal Amount                    | \$500,000,000   |
| Pricing Date                        | November 1, 2010  |
| Settlement Date                     | November 4, 2010 (T +3)   |
| Maturity Date                       | November 4, 2020  |
| Coupon                              | 3.450%  |
| Re-offer Yield                      | 3.464%  |
| Re-offer Price                      | 99.883%   |
| Market/ Re-offer Spread             | T + 83 bps  |
| Pricing Benchmark                   | 2.625% UST due August 2020  |
| Benchmark Yield                     | 2.634%  |
| Interest Payment Dates              | Semi-annually on the 4th of May and November  |
| First Coupon Date                   | May 4, 2011   |
| Call Provisions                     | Non-callable  |
| Day Count Basis                     | 30/360  |
| Proceeds to Company Before Expenses | \$497,165,000   |
| Minimum Denominations               | US\$2,000 and integral multiples of US\$1,000 in excess of such amount  |
| Bookrunner(s)                       | Merrill Lynch, Pierce, Fenner & Smith<br><br>Incorporated<br><br>Morgan Stanley & Co. Incorporated<br><br>Goldman, Sachs & Co.<br><br>J.P. Morgan Securities LLC<br>Loop Capital Markets, LLC |
| Co-Manager(s)                       | UBS Securities LLC  |
| CUSIP                               | 665859 AL8  |
| ISIN                                | US665859AL80  |

*Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.*

*This communication is intended for the sole use of the person to whom it is provided by us. The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any*

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*underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling (i) BofA Merrill Lynch at 1-800-294-1322 , or (ii) Morgan Stanley at 1-866-718-1649.*